

RECORDATION NO. 20356-E
FILED

MAR 13 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

March 13, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment to Memorandum of Replacement Lease, dated as of March 13, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Replacement Lease previously filed with the Board under Recordation Number 20356-B.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Bank National Association, as successor
to interest to Fleet National Bank, not in its
individual capacity but solely as Owner Trustee
225 Franklin Street
Boston, MA 02101

Replacement
Lessee: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Anne K. Quinlan, Esquire
February 13, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

190 hopper cars have been remarked NDYX 872001 - NDYX 872190
(previously ECUX 887001 - ECUX 887190).

A short summary of the document to appear in the index is:

Amendment to Memorandum of Replacement Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

MAR 13 '09

-2 00 PM

**AMENDMENT TO MEMORANDUM OF REPLACEMENT LEASE
(Surface Transportation Board)****SURFACE TRANSPORTATION BOARD**

THIS AMENDMENT TO MEMORANDUM OF REPLACEMENT LEASE dated this 13th day of March, 2009, between U.S. BANK NATIONAL ASSOCIATION, as successor in interest to Fleet National Bank, not in its individual capacity but solely as Owner Trustee under Trust Agreement dated as of November 1, 1996 between the Owner Trustee and Connell Finance Company, Inc. ("Lessor") and FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Replacement Lessee").

WHEREAS, Replacement Lessee has leased from Lessor 190 covered plastic pellet hopper cars, ECUX 887001 through 887190, inclusive (the "Units"), pursuant to that certain Replacement Lease Agreement dated August 23, 1996 (as amended, modified, supplemented and or replaced from time to time, the "Replacement Lease"); and

WHEREAS, the Memorandum of Replacement Lease (the "Memorandum of Replacement Lease") evidencing such Replacement Lease was filed at the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on November 7, 1996 at 3:00 p.m. under Recordation Number 20356-B; and

WHEREAS, Replacement Lessee intends to remark and renumber the Units subject to the Replacement Lease.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

Schedule I to the Memorandum of Replacement Lease is hereby deleted in its entirety and replaced with the attached Schedule I;

Except as amended hereby, the terms and conditions of such Memorandum of Replacement Lease remain in full force and effect; and

This Amendment to Memorandum of Replacement Lease may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Replacement Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Amendment to Memorandum of Replacement Lease to be executed as of the first date herein above written.

LESSOR:

U.S. Bank National Association, not it its individual capacity, but solely as Owner Trustee

By: 

Name: **EARL W. DENNISON JR.**

Title: **VICE PRESIDENT**

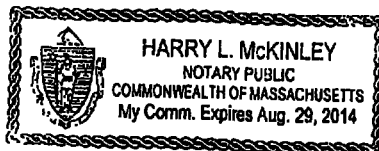
COMMONWEALTH OF MASSACHUSETTS }
COUNTY OF SUFFOLK } ss:

The foregoing Amendment to Memorandum of Replacement Lease was acknowledged before me, the undersigned, in the County of Suffolk, this day of February, 2009 by **EARL W. DENNISON JR.** **VICE PRESIDENT** U.S. BANK NATIONAL ASSOCIATION.


Notary Public

My Commission Expires: _____

(Notary Seal)



IN WITNESS WHEREOF, the parties have caused this Amendment to Memorandum of Replacement Lease to be executed as of the first date herein above written.

REPLACEMENT LESSEE:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour
Name: Richard F. Seymour
Title: Vice President Sales and Marketing

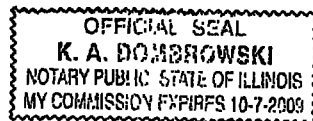
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK

The foregoing Amendment to Memorandum of Replacement Lease was acknowledged before me, the undersigned K. A. Dombrowski, in the County of Cook this 10th day of February, 2009 by Richard F. Seymour, a Vice President of FIRST UNION RAIL CORPORATION.

K. A. Dombrowski
Notary Public

My Commission Expires: 10/7/2009

(Notary Seal)



SCHEDULE I**TO AMENDMENT TO MEMORANDUM OF REPLACEMENT LEASE****Units of Equipment**

One hundred ninety (190), 6,225 cu. ft. covered plastic pellet hopper cars, manufactured by ACF Industries with the following identifying car marks and car numbers:

<u>Identifying</u>		<u>New Identifying</u>	
<u>Mark</u>	<u>Car No.</u>	<u>Mark</u>	<u>Car No.</u>
ECUX	887001	NDYX	872001
ECUX	887002	NDYX	872002
ECUX	887003	NDYX	872003
ECUX	887004	NDYX	872004
ECUX	887005	NDYX	872005
ECUX	887006	NDYX	872006
ECUX	887007	NDYX	872007
ECUX	887008	NDYX	872008
ECUX	887009	NDYX	872009
ECUX	887010	NDYX	872010
ECUX	887011	NDYX	872011
ECUX	887012	NDYX	872012
ECUX	887013	NDYX	872013
ECUX	887014	NDYX	872014
ECUX	887015	NDYX	872015
ECUX	887016	NDYX	872016
ECUX	887017	NDYX	872017
ECUX	887018	NDYX	872018
ECUX	887019	NDYX	872019
ECUX	887020	NDYX	872020
ECUX	887021	NDYX	872021
ECUX	887022	NDYX	872022
ECUX	887023	NDYX	872023
ECUX	887024	NDYX	872024
ECUX	887025	NDYX	872025
ECUX	887026	NDYX	872026
ECUX	887027	NDYX	872027
ECUX	887028	NDYX	872028
ECUX	887029	NDYX	872029
ECUX	887030	NDYX	872030
ECUX	887031	NDYX	872031
ECUX	887032	NDYX	872032
ECUX	887033	NDYX	872033
ECUX	887034	NDYX	872034
ECUX	887035	NDYX	872035
ECUX	887036	NDYX	872036
ECUX	887037	NDYX	872037
ECUX	887038	NDYX	872038
ECUX	887039	NDYX	872039
ECUX	887040	NDYX	872040

<u>Identifying</u>		<u>New Identifying</u>	
<u>Mark</u>	<u>Car No.</u>	<u>Mark</u>	<u>Car No.</u>
ECUX	887041	NDYX	872041
ECUX	887042	NDYX	872042
ECUX	887043	NDYX	872043
ECUX	887044	NDYX	872044
ECUX	887045	NDYX	872045
ECUX	887046	NDYX	872046
ECUX	887047	NDYX	872047
ECUX	887048	NDYX	872048
ECUX	887049	NDYX	872049
ECUX	887050	NDYX	872050
ECUX	887051	NDYX	872051
ECUX	887052	NDYX	872052
ECUX	887053	NDYX	872053
ECUX	887054	NDYX	872054
ECUX	887055	NDYX	872055
ECUX	887056	NDYX	872056
ECUX	887057	NDYX	872057
ECUX	887058	NDYX	872058
ECUX	887059	NDYX	872059
ECUX	887060	NDYX	872060
ECUX	887061	NDYX	872061
ECUX	887062	NDYX	872062
ECUX	887063	NDYX	872063
ECUX	887064	NDYX	872064
ECUX	887065	NDYX	872065
ECUX	887066	NDYX	872066
ECUX	887067	NDYX	872067
ECUX	887068	NDYX	872068
ECUX	887069	NDYX	872069
ECUX	887070	NDYX	872070
ECUX	887071	NDYX	872071
ECUX	887072	NDYX	872072
ECUX	887073	NDYX	872073
ECUX	887074	NDYX	872074
ECUX	887075	NDYX	872075
ECUX	887076	NDYX	872076
ECUX	887077	NDYX	872077
ECUX	887078	NDYX	872078
ECUX	887079	NDYX	872079
ECUX	887080	NDYX	872080

ECUX	887081	NDYX	872081
ECUX	887082	NDYX	872082
ECUX	887083	NDYX	872083
ECUX	887084	NDYX	872084
ECUX	887085	NDYX	872085
ECUX	887086	NDYX	872086
ECUX	887087	NDYX	872087
ECUX	887088	NDYX	872088
ECUX	887089	NDYX	872089
ECUX	887090	NDYX	872090
ECUX	887091	NDYX	872091
ECUX	887092	NDYX	872092
ECUX	887093	NDYX	872093
ECUX	887094	NDYX	872094
ECUX	887095	NDYX	872095
ECUX	887096	NDYX	872096
ECUX	887097	NDYX	872097
ECUX	887098	NDYX	872098
ECUX	887099	NDYX	872099
ECUX	887100	NDYX	872100
ECUX	887101	NDYX	872101
ECUX	887102	NDYX	872102
ECUX	887103	NDYX	872103
ECUX	887104	NDYX	872104
ECUX	887105	NDYX	872105
ECUX	887106	NDYX	872106
ECUX	887107	NDYX	872107
ECUX	887108	NDYX	872108
ECUX	887109	NDYX	872109
ECUX	887110	NDYX	872110
ECUX	887111	NDYX	872111
ECUX	887112	NDYX	872112
ECUX	887113	NDYX	872113
ECUX	887114	NDYX	872114
ECUX	887115	NDYX	872115
ECUX	887116	NDYX	872116
ECUX	887117	NDYX	872117
ECUX	887118	NDYX	872118
ECUX	887119	NDYX	872119
ECUX	887120	NDYX	872120
ECUX	887121	NDYX	872121
ECUX	887122	NDYX	872122
ECUX	887123	NDYX	872123
ECUX	887124	NDYX	872124
ECUX	887125	NDYX	872125
ECUX	887126	NDYX	872126
ECUX	887127	NDYX	872127
ECUX	887128	NDYX	872128
ECUX	887129	NDYX	872129
ECUX	887130	NDYX	872130
ECUX	887131	NDYX	872131
ECUX	887132	NDYX	872132
ECUX	887133	NDYX	872133
ECUX	887134	NDYX	872134
ECUX	887135	NDYX	872135
ECUX	887136	NDYX	872136

ECUX	887137	NDYX	872137
ECUX	887138	NDYX	872138
ECUX	887139	NDYX	872139
ECUX	887140	NDYX	872140
ECUX	887141	NDYX	872141
ECUX	887142	NDYX	872142
ECUX	887143	NDYX	872143
ECUX	887144	NDYX	872144
ECUX	887145	NDYX	872145
ECUX	887146	NDYX	872146
ECUX	887147	NDYX	872147
ECUX	887148	NDYX	872148
ECUX	887149	NDYX	872149
ECUX	887150	NDYX	872150
ECUX	887151	NDYX	872151
ECUX	887152	NDYX	872152
ECUX	887153	NDYX	872153
ECUX	887154	NDYX	872154
ECUX	887155	NDYX	872155
ECUX	887156	NDYX	872156
ECUX	887157	NDYX	872157
ECUX	887158	NDYX	872158
ECUX	887159	NDYX	872159
ECUX	887160	NDYX	872160
ECUX	887161	NDYX	872161
ECUX	887162	NDYX	872162
ECUX	887163	NDYX	872163
ECUX	887164	NDYX	872164
ECUX	887165	NDYX	872165
ECUX	887166	NDYX	872166
ECUX	887167	NDYX	872167
ECUX	887168	NDYX	872168
ECUX	887169	NDYX	872169
ECUX	887170	NDYX	872170
ECUX	887171	NDYX	872171
ECUX	887172	NDYX	872172
ECUX	887173	NDYX	872173
ECUX	887174	NDYX	872174
ECUX	887175	NDYX	872175
ECUX	887176	NDYX	872176
ECUX	887177	NDYX	872177
ECUX	887178	NDYX	872178
ECUX	887179	NDYX	872179
ECUX	887180	NDYX	872180
ECUX	887181	NDYX	872181
ECUX	887182	NDYX	872182
ECUX	887183	NDYX	872183
ECUX	887184	NDYX	872184
ECUX	887185	NDYX	872185
ECUX	887186	NDYX	872186
ECUX	887187	NDYX	872187
ECUX	887188	NDYX	872188
ECUX	887189	NDYX	872189
ECUX	887190	NDYX	872190

Count: 190

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/13/09



Robert W. Alvord